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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| In re | : | Chapter 11 |
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| DPH HOLDINGS CORP., <u>et al.</u> , | : | Case No. 05-44481 (RDD) |
| | : | |
| Reorganized Debtors. | : | (Jointly Administered) |
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND UNITED STATES CUSTOMS AND BORDER PROTECTION
COMPROMISING AND ALLOWING PROOF OF ADMINISTRATIVE
EXPENSE CLAIM NUMBER 19275

(UNITED STATES CUSTOMS AND BORDER PROTECTION)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and United States Customs and Border Protection (the "United States," "Customs," or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And United States Customs And Border Protection Compromising And Allowing Proof Of Administrative Expense Claim Number 19275 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), former debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 15, 2009, the Claimant filed proof of administrative expense number 19275 (the "Proof of Claim") against Delphi, which asserts (a) an administrative expense claim in the amount of \$5,897,837.63 and (b) unliquidated and/or contingent claims (the "Claim").

WHEREAS, the Claimant owes the Reorganized Debtors \$680,950.54, on account of refunds arising prior to the Petition Date and \$643,187.02 in refunds arising after the Petition Date (collectively, the "Refunds").

WHEREAS, on October 6, 2009 (the "Effective Date"), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket

No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on March 19, 2010, the Reorganized Debtors objected to the Claim pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow and Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow and Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims and (B) Workers' Compensation Claims, and (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Claims Objection").

WHEREAS, on April 16, 2010, the Claimant filed the Response Of The United States Of America To Debtors' Forty-Sixth Omnibus Claims Objection (Docket No. 19867) (the "Response").

WHEREAS, the Reorganized Debtors believe that all amounts relating to the Claim have been paid in full, yet certain amounts may remain unliquidated according to the Claimant's books and records.

WHEREAS, on August 21, 2012, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Reorganized Debtors' Objection To Proof Of Administrative Expense Claim Number 19275 (Docket No. 21947), scheduling an evidentiary hearing on the merits of the Claim for October 16, 2012,¹ at 10:00 a.m. (prevailing Eastern Time) in this Court.

WHEREAS, to resolve the Forty-Sixth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant enter into this Stipulation.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The ultimate allowed amount of the Claim shall be determined through the agreement of the parties (the "Allowed Amount"), but in no event shall the Allowed Amount of the Claim exceed \$4,378.78. If the Reorganized Debtors and the Claimant are unable to agree upon the allowed amount of the Claim, the parties shall promptly report such inability to agree to the Court. The Allowed Amount shall be in full and final satisfaction of the Claim and shall be treated as an allowed administrative expense priority claim against DPH-DAS LLC without further order of the Court.

2. In accordance with article 11.9 of the Modified Plan, the United States shall apply the Allowed Amount of the Claim as a partial setoff against the postpetition portion

¹ Pursuant to the request of the Court, an agreement of the parties, and the Notice Rescheduling Of Seventy-Ninth Omnibus Hearing And Fifty-Seventh Claims Hearing (Docket No. 21954), the October 25, 2012 hearing was rescheduled to October 16, 2012.

of the Refunds owed to the Reorganized Debtors. Consummation of the setoff shall constitute the Claimant's distribution and rights provided under the Modified Plan with respect to the Claim; and the Claimant shall be entitled to no further distributions or other payments under the Modified Plan on account of the Claim.

3. Nothing herein (i) shall be construed as an admission of liability on behalf of the Reorganized Debtors with respect to any portion of the Claim, (ii) shall prejudice any of the Reorganized Debtors' rights with respect to the Refunds, (iii) shall be construed to discharge, release or otherwise preclude any valid right of setoff or recoupment that the United States of America, its agencies, departments, or agents, including Customs, may have, (iv) shall be construed to release, waive, or otherwise affect the rights of Customs with regard to any non-Debtor third parties, including any sureties that have issued customs bonds to the Debtors, or (v) shall be construed to discharge, waive, release, or otherwise enjoin the United States of America, its agencies, departments, or agents, including Customs, from the exercise of any police or regulatory powers.

4. The Response is hereby deemed withdrawn with prejudice.

5. This Court shall retain jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 9th day of October, 2012

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

Dated: October 8, 2012

Dated: October 8, 2012

/s/ John K. Lyons

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